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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

MARY ROZELL,

Plaintiff,

- against -

COURTNEY ROSS-HOLST, an individual,
ANDCO, LLC, a corporation, and NEIL
PIROZZI, an individual,

Defendants.

CIV. NO. 05-CV-2936

**DECLARATION OF MARY
ROZELL IN FURTHER
SUPPORT OF HER
MOTION TO DISMISS**

I, Mary Rozell, declare, upon personal knowledge and under penalty of perjury,
pursuant to 29 U.S.C. Section 1746, that the following is true and correct:

1. I am the plaintiff in this lawsuit. I make this declaration in support of my motion to dismiss defendant Courtney Ross-Holt's ("Ross-Holst") counterclaims.
2. I have read Defendant's declaration in opposition to plaintiff's motion to dismiss. I am familiar with the incidents that she describes and could competently testify as to the foregoing facts.
3. The allegations in the counterclaims refer to the time when Emanuel Di-Donna, the Director of Modern Art at Sotheby's in London, came to the Ross-Holst residence to appraise a few important paintings in Ross-Holst's collection in connection with obtaining current appraisals of defendant's art collection, as directed by Ms. Ross-Holst

and her financial advisors. This incident occurred while I was out on maternity leave, approximately one month after the birth of my son, in February 2003.

4. Sotheby's presented the results of the appraisal in the form of an auction proposal that James Niven, Vice Chairman of Sotheby's in New York, sent directly to Ms. Ross-Holst. Copies of Mr. Niven's letter to Ms. Ross-Holst, dated February 26, 2003, and the Sotheby's proposal he enclosed are attached as Exhibit A, bates-stamped ROSSC 002, and Exhibit B, bates-stamped ROSSC 005-064^{MR}, respectively.

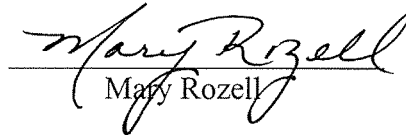
5. On or about February 27, 2003, Ms. Ross-Holst called me to discuss the proposal she received from Mr. Niven and the fact that Sotheby's representatives had been in her residence.

6. Immediately following the phone call with Ms. Ross-Holst, I spoke to Mr. Niven. As a result, he sent me a copy of the proposal on February 27, 2003. A copy of his cover letter to me is attached as Exhibit C, bates-stamped ROSSC 001.


7. Mr. Niven sent a subsequent letter to Ms. Ross-Holst, with a copy to me, on February 28, 2003. A copy is attached as Exhibit D, bates-stamped ROSSC 003.

8. I continued working for Andco and Ms. Ross-Holst for more than a year after Ms. Ross-Holst's receipt of the Sotheby's proposal, until April 28, 2004.

Dated: New York, New York
August 4, 2005


Mary Rozell

Sworn to before me on the 4
day of August, 2005


Notary Public

FAITH BEKERMUS
Notary Public, State of New York
No. 01BE6118584
Qualified in Suffolk County
Commission Expires November 15, 2008